(18206

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number: 3235-0076	·
Expires: April 30, 2008	



RECEIVED

(2) 100 Gy			****		<del></del>	ļ
Name of Offering ( check if	this is an amendme	ent and name has c	hanged, and indica	te change.) NGAS	S Partners 2007-A, Ltd	i.
Filing Under (Check box(es) th Type of Filing:  New Filing	* *	☐ <u>Rule 504</u>	Rule 505	<b>⊠</b> <u>Rule 506</u>	Section 4(6)	ULOE
		A. BASIC ID	ENTIFICATION	DATA	DDOore	
1. Enter the information request	ted about the issuer	Daugherty Petro	leum, Inc.		-PROCES	SED
Name of Issuer ( check if th	is is an amendment	and name has cha	nged, and indicate	change.)	F APR 0.9 20	107
Address of Executive Offices 1 Telephone Number (Including A	•	, ,	kington, KY 40509	)	THOMSON FINANCIA	<b>y</b>
Address of Principal Business ( (if different from Executive Off	•		State, Zip Code)	Telephone Numb	er (Including Area Coo	le)
Brief Description of Business: I	ndependent energy	company focused	on natural gas deve	elopment in the Ap	palachian Basin	
Type of Business Organization						
orporation .	☐ limited part	nership, already fo	ormed [	other (please spe	ecify):	•
business trust	limited part	nership, to be forn	ned			:
,		Ŋ	Month Year	· · · · · · · · · · · · · · · · · · ·		
Actual or Estimated Date of Inc	orporation or Organ	nization: [	09] [84] [	🛮 Actual 🔲 Est	imated	i
Jurisdiction of Incorporation or			Postal Service abbi or other foreign juri			•
			··-			!

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) DAUGHERTY PETROLEUM, INC. Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Daugherty, William S. Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Wallen, D. Michael Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Barr, William G., III Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Beneficial Owner General and/or Check Box(es) that Apply: Promoter Director Managing Partner Full Name (Last name first, if individual) Windisch, Michael P. Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Francisco, Monica R. Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Laughner, Robert J. Business or Residence Address (Number and Street, City, State, Zip Code) 120 Prosperous Place, Suite 201, Lexington, KY 40509 Check Box(es) that Apply: Promoter Beneficial Owner $\boxtimes$ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Camp, Brint

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# **B. INFORMATION ABOUT OFFERING**

1. Has t	he issuer so	old, or does	the issuer	intend to sell	, to non-accre	dited inves	tors in this	offering?	•••••		Yes 🗌	No⊠
				Answer a	ilso in Appen	dix, Colum	n 2, if filing	g under ULC	E.			
2. What	t is the mini	imum inves	stment that	will be accep	ted from any	individual <sup>4</sup>	?				\$ 14,100	( i
3. Does	the offerin	g permit jo	int owners	hip of a singl	e unit?						Yes⊠	No□
com If a p or sta	mission or s person to be ates, list the	similar remelisted is a name of the	uneration n associate he broker o	for solicitation d person or a per dealer. If m	on of purchase agent of a bro nore than five	ers in conne ker or deale (5) person	ection with or registered s to be liste	sales of sec I with the SI	urities in the EC and/or w	e offering. tith a state		
Full Na	ne (Last na	me first, if	individual)	<b>)</b> :								
Busines	s or Reside	nce Addres	s (Number	and Street, C	City, State, Zip	o Code): 81	50 North C	entral Expre	ssway, Suit	e 500, Dal	las, TX 752	06
Name o	f Associated	d Broker or	Dealer: 1	st Global Cap	ital Corporati	on						
States in	Which Per	rson Listed	Has Solici	ted or Intend	s to Solicit Pu	ırchasers						
(Check	'All States"	or check in	ndividual S	States)							🗵	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[KI]	[SC]	[ยม]	[IN]	[1X]	[UI]	[VI]	[VA]	[WAJ	[WV]	[WI]	[WY]	[РК]
Full Nar	ne (Last na	me first, if	individual)	): 								, !
Busines	s or Reside	nce Addres	s (Number	and Street, C	City, State, Zip	Code): 22	2 Middle C	ountry Road	l, Suite 209,	Smithtow	n, NY 1178	7
Name o	f Associated	d Broker or	Dealer: A	dvanced Plan	ining Securiti	es, Inc.						
States in	Which Per	rson Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers					•	
(Check	'All States"	or check i	ndividual S	States)								All States
[AL] X	[AK]	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[НІ] Х	[ID]X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
					[NM] X	-		[ND] X	[ОН] Х			
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY]	[PR]
Full Na	ne (Last na	me first, if	individual	):								
Busines	s or Reside	nce Addres	s (Number	and Street, C	City, State, Zip	Code): 4A	Lakeway,	Rockwell, T	TX 75032			
Answer also in Appendix, Column 2, if filting under ULOE.  2. What is the minimum investment that will be accepted from any individual?												
States in	Which Per	rson Listed	Has Solici	ted or Intend	s to Solicit Pu	irchasers						
(Check	'All States"	or check in	ndividual S	States)								All States
[AL]	[AK]	[AZ] X	[AR]	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[RI]	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ne (Last na	me first, if	inđividual)	):							- -	
Busines	s or Reside	nce Addres	s (Number	and Street, C	City, State, Zip	Code): 53	50 S Rosly	n Street, Sui	te 400, Gree	enwood Vi	llage, CO 8	0111
Name o	f Associated	d Broker or	Dealer: B	athgate Capit	al Partners LI	LC					:	
States in	Which Per	rson Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers						•

(Check *	'All States"	or check i	ndividual S	States)							<del>[</del> -	All States
[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	(DE) X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME]	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE] X	[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[W1] X	[WY] X	[PR]
Full Nan	ne (Last na	me first, if	individual)	:							ł	
Business	or Resider	nce Addres	s (Number	and Street, C	City, State, Zip	Code): 70	1 Tama Stro	eet, Bldg B,	Marion, IA	52302	}	
Name of	Associated	l Broker or	Dealer: Bo	erthel Fisher	& Company							
States in	Which Per	son Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers						
				•								All States
[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
[IL] X	[IN] X	[IA] X		[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE] X	[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X	[PR]
Full Nan	ne (Last nai	me first, if	individual)	:							1	
-					City, State, Zip	Code): 91	1 Main Stre	et, Suite 22	2, Kansas C	ity, MO 641	105	
Vame of	Associated	Broker or	Dealer: B	arch & Co, In	ıc.						<u>.</u>	
States in	Which Per	son Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers					_	
Check "	'All States"	or check in	ndividual S	states)	•••••	•••••	***************************************	•••••				Ali States
[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE] X	[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X	[PR]
Full Nan	ne (Last nai	me first, if	individual)	:								
Business	or Resider	ice Addres	s (Number	and Street, C	City, State, Zip	Code): 91	1 Main Stre	et, Suite 22	2, Kansas C	ity, MO 641	105	
Name of	Associated	Broker or	Dealer: Bi	ookstreet Se	curities Corpo	oration	·····				ı	
States in	Which Per	son Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers					:	
(Check "	'All States"	or check is	ndividual S	tates)	•••••	•••••			•••••		L	All States
[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE] X	[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X '	[PR]
Full Nan	ne (Last nai	ne first, if	individual)	:								
Business	or Resider	ice Addres:	s (Number	and Street, C	City, State, Zip	Code): 18	300 Von Ka	arman Ave,	Suite 700, I	rvine, CA 9	2612 ·	
Name of	Associated	Broker or	Dealer: C.	K. Cooper &	. Company						:	
States in	Which Per	son Listed	Has Solici	ted or Intend	s to Solicit Pu	rchasers					_ '	
Check "	All States"	or check in	ndividual S	tates)							U	All States
[AL]	[AK]	[AZ] X	[AR]	[CA] X	[CO] X	[CT] X	[DE]	[DC]	[FL] X	[GA]	[HI] X	[ID]
[IL] X	[IN] X	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] X	[MA] X	[MI] X	[MN] X	[MS]	[MO]
. ,												

	[RI] .	[SC] .	[SD]	[TN]	[TX] X	[UT]	[VT]	[VA]	[WA] X	[wv] x	[WI] X	[WY] X	[PR]
the of Associated Broker or Dealer: Community Bankers Securities LLC  attes in Which Person Listed Has Solicited or Intends to Solicit Purchasers  heek "All States" or check individual States)	Full Nam	ne (Last na	me first, if	individual)									
All States   States   States   States   All States   Al	Business	or Resider	nce Addres	s (Number	and Street, C	ty, State, Zip	Code): 46	17 W 20th S	St, Unit 2A,	Greeley, CO	80634	į.	
All States   States   States   States   States   All St	Name of	Associated	l Broker or	Dealer: Co	ommunity Bar	nkers Securit	ies LLC						
L  X   AK    AZ  X   AR    X    X    X    X    X    X	States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	rchasers						
	(Check ".	All States"	or check in	ndividual S	tates)			*******************************					All States
	[AL] X					[CO] X	[CT]			• -			[ID] X
13	[IL] X	- •									-		
Mame (Last name first, if individual):													
States or Residence Address (Number and Street, City, State, Zip Code): 8750 N Central Expressway, Suite 750, Dallas, TX 75231						[U1] X	[VI]	[VA] A	[WA] A		[wi]	[WI]A	[FK]
ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers    All States   All	Full Nam	ne (Last na	me first, if	individual)	:				·····	_			
All States   Which Person Listed Has Solicited or Intends to Solicit Purchasers   All States	Business	or Resider	ice Addres	s (Number	and Street, Ci	ity, State, Zip	Code): 87	50 N Centr	al Expressw	ay, Suite 75	0, Dallas, T	X 75231	
All States   All	Name of	Associated	l Broker or	Dealer: Co	escent Securi	ties Group, I	nc.						
LL   X   KA    AZ  X   [AR]   (CA  X   [CO] X   [CT] X   [DE] X   [DC] X   [FL] X   [GA] X   [HI]   [ID]     JX   [IN]   [IA]   [KS] X   [KY]   [LA] X   [ME]   [MD] X   [MA] X   [MI] X   [MN] X   [MS] X   [MO]     TT]   [NE]   [NV] X   [NH]   [NJ] X   [NM] X   [NY] X   [NC]   [ND]   [OH]   [OK] X   [OR]   [PA] X     TI]   [SC] X   [SD]   [TN]   [TX] X   [UT]   [VT]   [VA] X   [WA] X   [WV]   [WI] X   [WY] X   [PR]     III Name (Last name first, if individual):    Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number and Street, City, State, Zip Code): 1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401     Insiness or Residence Address (Number an	States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	rchasers					:	
	Check ".	All States"	or check in	ndividual S	tates)	•••••		•••••				D	All States
In	AL] X	[AK]	[AZ] X	[AR]	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI]	[ID]
	IL] X		[IA]	[KS] X	[KY]	[LA] X	[ME]	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO]
Ill Name (Last name first, if individual):  usiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868  une of Associated Broker or Dealer: Crown Capital Securities, LP  ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers    All States	MT]									-			[PA] X
usiness or Residence Address (Number and Street, City, State, Zip Code): 725 Town & Country Rd, Suite 530, Orange, CA 92868  ame of Associated Broker or Dealer: Crown Capital Securities, LP  ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  theck "All States" or check individual States)  L] X [AK] X [AZ] X [AR] X [CA] X [CO] X [CT] X [DE] X [DC] X [FL] X [GA] X [HI] X [ID] X  L] X [IN] X [IA] X [KS] X [KY] X [LA] X [ME] X [MD] X [MA] X [MI] X [MN] X [MS] X [MO] X  L] X [IN] X [IN] X [NH] X [NH] X [NH] X [NM] X [NY] X [NC] X [ND] X [OH] X [OK] X [OR] X [PA] X  L] X [SC] X [SD] X [TN] X [TX] X [UT] X [VT] X [VA] X [WA] X [WV] X [WI] X [WY] X [PR]  Ill Name (Last name first, if individual):  are of Associated Broker or Dealer: Direct Capital Securities, Inc.  ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  theck "All States" or check individual States)  L] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [IT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  Ill Name (Last name first, if individual):	RI]	[SC] X	[SD]	[TN]	(TX) X	[UT]	[VT]	[VA] X	[WA] X	[WV] 	[WI] X	[WY] X	[PR]
attes in Which Person Listed Has Solicited or Intends to Solicit Purchasers    All States   All	Full Nam	ne (Last nai	me first, if	individual)	:								
ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers    All States   All States   Or check individual States   All States   Al	Business	or Resider	ice Addres	s (Number	and Street, C	ity, State, Zip	Code): 72	5 Town & (	Country Rd,	Suite 530,	Orange, CA	. 92868 ,	
heck "All States" or check individual States)	Name of	Associated	l Broker or	Dealer: Ci	own Capital !	Securities, Ll	P					1	•
L] X [AK] X [AZ] X [AR] X [CA] X [CO] X [CT] X [DE] X [DC] X [FL] X [GA] X [HI] X [ID] X [JX [IN] X [IA] X [KS] X [KY] X [LA] X [ME] X [MD] X [MA] X [MI] X [MN] X [MS] X [MO] X [T] X [NE] X [NV] X [NH] X [NJ] X [NM] X [NY] X [NC] X [ND] X [OH] X [OK] X [OR] X [PA] X [I] X [SC] X [SD] X [TN] X [TX] X [UT] X [VT] X [VA] X [WA] X [WV] X [WI] X [WY] X [PR] X [IN] Mame (Last name first, if individual):  are of Associated Broker or Dealer: Direct Capital Securities, Inc.  ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  heck "All States" or check individual States)  LL AK [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  LJ [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  ATT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  III Name (Last name first, if individual):	States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	rchasers					,	
	(Check ".	All States"	or check is	ndividual S	tates)	**************	**************	**************		***************		D';	All States
IT] X [NE] X [NV] X [NH] X [NJ] X [NM] X [NY] X [NC] X [ND] X [OH] X [OK] X [OR] X [PA] X [J] X [SC] X [SD] X [TN] X [TX] X [UT] X [VT] X [VA] X [WA] X [WV] X [WI] X [WY] X [PR] X [IN] X [SC] X [SD] X [TN] X [TX] X [UT] X [VT] X [VA] X [WA] X [WV] X [WI] X [WY] X [PR] X [IN]	[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
If X SC X SD X TN X TX X UT X VT X VA X WA X WY X WY X WY X WY X PR  Ill Name (Last name first, if individual):  Insiness or Residence Address (Number and Street, City, State, Zip Code):1333 2 <sup>nd</sup> St, Suite 600, Santa Monica, CA 90401  In ame of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attest in Which Person Listed Has Solicited or Intends to Solicit Purchasers  In the ck "All States" or check individual States)  In attest in Which Person Listed Has Solicited or Intends to Solicit Purchasers  In the ck "All States" or check individual States)  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  All States  All States  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  All States  All States  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attendance of Associated Broker or Dealer: Direct Capital Securities, Inc.  In	[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
Ill Name (Last name first, if individual):  Issiness or Residence Address (Number and Street, City, State, Zip Code):1333 2nd St, Suite 600, Santa Monica, CA 90401  In ame of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attesting Which Person Listed Has Solicited or Intends to Solicit Purchasers  In the ck "All States" or check individual States)  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or Dealer: Direct Capital Securities, Inc.  In attention of Associated Broker or D	[MT] X		[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
Isiness or Residence Address (Number and Street, City, State, Zip Code):1333 2nd St, Suite 600, Santa Monica, CA 90401  In ame of Associated Broker or Dealer: Direct Capital Securities, Inc.  In ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  In the ck "All States" or check individual States)  In Italian (Italian (I	RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X	[PR]
ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  Theck "All States" or check individual States)  L] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  ATT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  II] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	ull Nam	ne (Last nai	ne first, if	individual)	:							i	
ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers    All States	Business	or Resider	ice Addres	s (Number	and Street, Ci	ty, State, Zip	Code):133	3 2 <sup>nd</sup> St, St	iite 600, San	ta Monica,	CA 90401		
All States	Name of	Associated	Broker or	Dealer: Di	rect Capital S	ecurities, Inc	<del>.</del>						
L] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [IT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] L] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	rchasers				***************************************		
L) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [T] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] L] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  H Name (Last name first, if individual):	Check ".	All States"	or check in	ndividual S	tates)	******	***************************************	••••••		.,			All States
L] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [TT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  [I] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  [III Name (Last name first, if individual):	AL]				,							(HI)	[ID]
I] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]										_			
Ill Name (Last name first, if individual):	[MT]	[NE]						[NC]		[OH]	[OK]	,	[PA]
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
usiness or Residence Address (Number and Street, City, State, Zin Code):2170 West State Rod 434, Suite 100, Longwood, FL 32779	ull Nan	ne (Last na	ne first, if	individual)	:			·					
	Rusiness	or Resider	ce Addres	s (Number	and Street Ci	tv State Zir	Code):217	0 West Sta	te Rod 434	Suite 100 I	ngwood	FL 32779	

Name of Associated Broker or Dealer: Empire Financial Group, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	ırchasers					·	
(Check "	'All States"	or check in	ndividual S	States)		,					<b>\</b>	All States
											[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nan	ne (Last na	me first, if	individual)	):								·
Business	or Resider	nce Addres	s (Number	and Street, Cit	ty, State, Zi <sub>l</sub>	p Code): 10	Universal (	City Plaza 2	0 <sup>th</sup> Floor, U	niversal Cit	y, CA 9160 ¦	8
Name of	Associated	d Broker or	Dealer: E	mpire Securitie	s Corporati	on						
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	ırchasers					; 	
(Check "	All States"	or check in	ndividual S	States)			• • • • • • • • • • • • • • • • • • • •	***************************************			LJ,	All States
[AL]	[AK]	[AZ] X	[AR]	[CA] X	[CO] X	[CT]X	[DE] X	[DC]	[FL] X	[GA] X	[HI] X	[ID] X
[IL] X	[IN] X	[IA]	[KS] X	[KY] X	[LA] X	[ME]	[MD] X	[MA] X	[MI] X	[MN] X	[MS]	[MO] X
[MT] X	[NE] X	[NV] X	[NH]	[NJ] X	[NM]	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
(RI) X	[SC] X	[SD]	[TN]	[TX] X	[UT] X	[VT]	[VA] X	[WA] X	[WV]	[WI] X	[WY] X	[PR]
Full Nan	ne (Last na	me first, if	individual)	):								
Business	or Resider	nce Addres	s (Number	and Street, Cit	y, State, Zij	o Code): 37	21 Douglas	Blvd, Suite	200, Rosev	ille, CA 950	661	
Name of	Associated	l Broker or	Dealer: el	lanning Secur	ities, Inc.						:	
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	ırchasers						
(Check "	All States"	or check in	ndividual S	States)		***************************************				·····	<b>X</b>	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nar	ne (Last na	ıme first, if	`individual	):	-							
Business	or Resider	nce Address	s (Number	and Street, Cit	y, State, Zij	o Code): 45	10 E. Thou:	sand Oaks B	Ilvd, Westla	ike Village,	CA 91362	
Name of	Associated	l Broker or	Dealer: Fi	nancial West (	Group							•••
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	irchasers						
(Check "	All States"	or check in	ndividual S	States)	••••	•••••					D;	All States
[AL] X	[AK] X	[AZ] X	[AR] X	[CA] X	[CO] X	[CT] X	[DE] X	[DC] X	[FL] X	[GA] X	[HI] X	[ID]X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE] X	[NV] X	[NH] X	[NJ] X	[NM] X	[NY] X	[NC] X	[ND] X	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD] X	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X	[PR]
Full Nam	ne (Last na	me first, if	individual)	:								
Business	or Resider	nce Address	s (Number	and Street, Cit	y, State, Zip	Code): 50	02 West Wa	aters Avenu	e, Tampa, F	L 33634		
Name of	Associated	l Broker or	Dealer: G	unnAllen Fina	ncial, Inc.					· · · · · · · · · · · · · · · · · · ·		
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	rchasers						
(Check "	All States"	or check in	ndividual S	tates)		************				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<b>\</b>	All States
		·		,								

[AL]	[AK] .	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ull Nan	ne (Last na	me first, if	individual)	):								
Business	or Reside	nce Addres	s (Number	and Street, C	ity, State, Zi	p Code): 15	450 New B	arn Rd., Sui	te 101, Mia	mi Lakes, F	L 33014	
Name of	Associated	d Broker or	Dealer: In	vestacorp, Inc	c.							
States in	Which Per	son Listed	Has Solici	ted or Intends	s to Solicit P	urchasers	-				_	
Check "	All States"	or check in	ndividual S	States)	***************************************						🛛	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[R1]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ull Nan	ne (Last na	me first, if	individual)	):				····				
3usiness	or Reside	nce Addres	s (Number	and Street, C	ity, State, Zi	p Code): 17	Battery Pla	ice, 11 <sup>th</sup> , Ne	w York, NY	7 10004		
Name of	Associated	Broker or	Dealer: K	eane Securitie	es Company,	Inc.					,	
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	urchasers						
Check "	All States"	or check is	ndividual S	States)		• • • • • • • • • • • • • • • • • • • •	•••••				L.	All States
[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO] X	[CT] X	[DE]	[DC] X	[FL] X	[GA] X	[HI]	[ID]
IL]	[IN]	[IA]	[KS]	[KY] X	[LA] X	[ME]	[MD]	[MA] X	[MI] X	[MN] X	[MS]	[MO]
MT	[NE]	[NV] X	[NH]	[NJ] X .	. ,	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] X
RIJ .	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT]	[VA] X	[WA]	[WV]	{WI}	[WY]	[PR]
Full Nan	ne (Last na	me first, if	individual)	):							:	
Business	or Resider	nce Address	s (Number	and Street, C	ity, State, Zi	p Code): 51	00 San Feli	pe, Suite 17	IE, Housto	n, TX 77056		
Name of	Associated	l Broker or	Dealer: St	arlight Invest	ments, LLC							
States in	Which Per	son Listed	Has Solici	ted or Intends	to Solicit Pu	ırchasers	•					
Check "	All States"	or check in	ndividual S	States)		••••			•••••			All States
	[AK]	[AZ] X	[AR] X	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL] X	[GA] X	[HI]	[ID]
[AL]		ft A 1	[KS]	[KY]	[LA] X	[ME]	[MD]	[MA]	[MI]	[MN]	[MS] X	[MO] X
ALJ ILJ X	[IN]	[IA]	[]							TOWN W	(0.7)	10 13 77
ILJ X	[IN] [NE]	[NV]	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH] X	[OK] X	[OR]	[PA] X
IL] X MT]				[NJ] X [TX] X	[NM] [UT]	[NY] X [VT]	[NC] [VA]	[ND] [WA]	[WV]	[WI]	[OR] [WY]	[PA] X [PR]
ILJ X MT] RIJ X	[NE]	[NV] [SD]	[NH] [TN] X	[TX] X			-					
IL] X MT] RI] X Full Nam	[NE] [SC] ne (Last na	[NV] [SD] me first, if	[NH] [TN] X individual)	[TX] X	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]		
IL] X MT] RI] X full Nam Business	[NE] [SC] ne (Last na or Resider	[NV] [SD] me first, if	[NH] [TN] X individual) s (Number	[TX] X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]		
IL] X MT] RI] X Full Nam Business	[NE] [SC] ne (Last nator Resider Associated	[NV] [SD] me first, if nce Address I Broker or	[NH] [TN] X individual) s (Number Dealer: St	[TX] X  and Street, C	[UT] ity, State, Zi	[VT] p Code): 32 Inc.	[VA]	[WA]	[WV]	[WI]		[PR]
ILJ X MT] RIJ X Full Nam Business Name of	[NE] [SC] ne (Last nator or Resider Associated Which Per	[NV] [SD] me first, if nce Address I Broker or son Listed	[NH] [TN] X individual) s (Number Dealer: St Has Solici	[TX] X and Street, C even L Falk &	[UT] ity, State, Zip Associates to Solicit Pt	[VT] p Code): 32 Inc.	[VA]	[WA] ver St, Las V	[WV]	[WI]	[WY]	[PR]
IL] X MT] RI] X  Full Nam Business Name of States in Check "	[NE] [SC] ne (Last nator or Resider Associated Which Per	[NV] [SD] me first, if nce Address I Broker or son Listed	[NH] [TN] X individual) s (Number Dealer: St Has Solici	[TX] X and Street, C even L Falk &	[UT] ity, State, Zip Associates to Solicit Pt	[VT] p Code): 32 Inc.	[VA]	[WA] ver St, Las V	[WV]	[WI]	[WY]	[PR]
IL] X MT] RI] X Full Nam Business Name of	[NE] [SC] ne (Last nator Resider Associated Which Per	[NV] [SD] me first, if nce Address I Broker or son Listed or check in	[NH] [TN] X individual) s (Number Dealer: St Has Solici	[TX] X  and Street, C  even L Falk &  ted or Intends	[UT] ity, State, Zi k Associates to Solicit Pu	p Code): 32 Inc. urchasers	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
IL] X MT] RI] X Full Nam Business Name of States in Check " AL]	[NE] [SC] ne (Last nator Resider Associated Which Per All States" [AK]	[NV] [SD] me first, if nce Address I Broker or son Listed or check ir [AZ] X	[NH] [TN] X individual) s (Number Dealer: St Has Solici	and Street, C even L Falk & ted or Intends States)	[UT] ity, State, Zip Associates to Solicit Pt [CO] X	[VT] p Code): 32 Inc. urchasers	[VA] 45 Elk Clov	[WA] ver St, Las V	[WV] /egas, NV 8	[WI]	[WY]	[PR] All States

[RI] X

[SC]

[SD]

Business or Residence Address (Number and Street, City, State, Zip Code): 601 California Street, Suite 1150, San Francisco, CA 94108

[UT] X

Name of Associated Broker or Dealer: The Shemano Group

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

[TN] X

[TX] X

All States (Check "All States" or check individual States) ..... [HI] X [AL] X [AK] [AZ] X [AR] [CA] X [CO] X [CT] X [DC] X [FL] X [GA] X [ID] X [DE] X [IL] X [IN] X [KS] X [MS] X [IA] X [KY] X [LA] X [ME] [MD] X [MA] X [MI] X [MN] X [MO] X [MT] X [NE] X [NV] X [NH] X [NJ] X [NM] X [NY] X [NC] X [ND] [ОН] Х [OK] X [OR]X [PA] X

[VT]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

[VA] X

[WA] X

[WV]

[WY]X

[PR]

[WI] X

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCE	EDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		gregate ring Price	A	mount Alread
	Debt	\$	0	\$	· 0
	Equity	\$	0	\$	. 0
	[ ] Common [ ] Preferred				
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests(MAXIMUM)	\$14,10	0,000.00	\$6	83,350.00
		s	0	\$	. 0
		\$14,10	0,000.00	\$6	83,350.00
	Answer also in Appendix, Column 3, if filing under ULOE.				•
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of per who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "answer is "none" or "zero."	sons 0" if Ni	umber of vestors	Do	Aggregate Ollar Amount f Purchases
	Accredited Investors		13	\$6	83,350.00
	Non-accredited Investors		0	S	0
	Total (for filings under Rule 504 only)		0	\$	: 0
	Answer also in Appendix, Column 4, if filing under ULOE.		-	•	,
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in offering. Classify securities by type listed in Part C-Question 1.	this		•	
	Type of offering		Type of ecurity	Do	lar Amount Sold
	Rule 505		0	\$	. 0
	Regulation A	•	0	\$	0
	Rule 504 Total		. 0	\$	0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be g as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and cl the box to the left of the estimate.	iven	Ū	•	1
	Transfer Agent's Fees		🔲	\$	0
	Printing and Engraving Costs	······································	🛛	\$	10,000
	Legal Fees		🛛	\$	15,000
	Accounting Fees		🛛	\$	5,000
	Engineering Fees				15,000
	Sales Commissions (specify finders' fees separately)				560,000
	Other Expenses (identify) Filing fees			\$	25,000
	•	-			

\$ 1,410,000

C. OFFERING PRICE, NUMBER O	F INVESTORS, EXPENSES AND USE O	F PROCEE	DS		
Enter the difference between the aggregate offering price give expenses furnished in response to Part C - Question 4.a -(AI GENERAL PARTNER). This difference is the "adjusted grounds."	LL EXPENSES PAID BY MANAGING oss proceeds to the issuer."			\$14	100,000.00
Indicate below the amount of the adjusted gross proceeds to of the purposes shown. If the amount for any purpose is not the left of the estimate. The total of the payments listed mus set forth in response to Part C - Question 4.b above.	the issuer used or proposed to be used for each known, furnish an estimate and check the box	to		. ,	
		Payments Officers, Directors Affiliates	, &	Paym Oth	ents To ers
Salaries and fees		□ \$	0	<b>□</b> \$;	0
Purchase of real estate		□ \$	0	□ \$	0
Purchase, rental or leasing and installation of machinery an	d equipment	<b>□</b> \$	0	□ \$.	0
Construction or leasing of plant buildings and facilities		□\$	0	<b>□</b> \$	. 0
Acquisition of other businesses (including the value of seconfering that may be used in exchange for the assets or secons issuer pursuant to a merger)	urities of another	<b>\$</b>	0	□ \$	. 0
Repayment of indebtedness		□\$	0	<b>□</b> \$i	0
Working capital		<b>□</b> \$	0	□ \$	. 0
Other (specify.) Drilling activities and construction of gas a	gathering systems	<b>⊠</b> \$14,10		- ;	0
		□\$	0	$\square$ s	0
Column Totals		<b>⊠</b> \$14,10	00,000	□ \$ <sup>†</sup>	0
Total Payments Listed (column totals added)			⊠ \$14	; 1,100,	000
				į	
` D. F	FEDERAL SIGNATURE		***************************************		
The issuer has duly caused this notice to be signed by the under- ignature constitutes an undertaking by the issuer to furnish to the information furnished by the issuer to any non-accredited invest	he U.S. Securities and Exchange Commission	s filed under , upon writte	Rule 50: n reques	5, the	following s staff, the
ssuer (Print or Type)	Signature		Dat	te	
DAUGHERTY PETROLEUM, INC.	We 8-100	FF	03/	27/20	07
lame of Signer (Print or Type)	Title of Signer (Print or Type):			į	
William G. Barr III	Chief Executive Officer			<u> </u>	
· · · · · · · · · · · · · · · · · · ·	ATTENTION		<del></del>		
	ATTENTION			į	

END

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

J:/DOCS/DPI/WGB/Drill2007-A-NGAS/07-A Form D Filings/07-A Form D-Initial SEC Filing 032707.doc